

Barrick Gold Corporation - Scheme becomes effective

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RECOMMENDED SHARE OFFER for [Acacia Mining plc](#) by BARRICK GOLD CORPORATION intended to be effected by means of a scheme of arrangement under Part 26 of the Companies Act Scheme becomes Effective

TORONTO, September 17, 2019 - On 19 July 2019, the Boards of [Acacia Mining plc](#) ("Acacia") and [Barrick Gold Corp.](#) ("Barrick") announced that they had reached agreement on the terms of a recommended offer by Barrick for the ordinary share capital of Acacia that Barrick does not already own (the "Acquisition"), to be effected by means of a Court-sanctioned scheme of arrangement under Part 26 of the Companies Act 2006 (the "Scheme"). The scheme circular was published by Acacia on 12 August 2019 (the "Scheme Document") and the Scheme was approved by the Scheme Shareholders at the Court Meeting on 3 September 2019.

Acacia and Barrick are pleased to announce that all the Conditions set out in the Scheme Document have been satisfied or waived and the Scheme has today become effective in accordance with its terms. This follows the Court's sanction of the Scheme at the Court Hearing held on 13 September 2019.

Scheme Shareholders on Acacia's register of members at the Scheme Record Time, being 6.00 p.m. (London time) on 16 September 2019, will be entitled to receive:

For every Scheme Share: 0.168 New Barrick Shares and any Acacia Exploration Properties Special Dividends and any Deferred Cash Consideration Dividends, as described in the Scheme Document.

In accordance with the terms of the Scheme, Barrick shall issue such New Barrick Shares as are required to be issued by it, and shall pay such cash payments as are required to be paid by it, as soon as practicable (and in any event by not later than 1 October 2019).

Capitalised terms in this announcement, unless otherwise defined, have the same meanings as set out in the Scheme Document.

Suspension and cancellation of listing and trading

The listing of Acacia Shares on the premium listing segment of the Official List and the admission to trading of Acacia Shares on the London Stock Exchange's Main Market were suspended with effect from 7.30 a.m. (London time) on 17 September 2019.

It is expected that the listing of Acacia Shares on the premium listing segment of the Official List and the admission to trading of Acacia Shares on the London Stock Exchange's Main Market will each be cancelled with effect from 8.00 a.m. (London time) on 18 September 2019.

A further announcement will be made by Acacia when the admission to listing and admission to trading of Acacia Shares have each been cancelled.

A copy of this announcement will be available on Barrick's website at www.barrick.com, subject to

certain restrictions relating to persons resident in Restricted Jurisdictions.

Enquiries

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Norton Rose Fulbright LLP are retained as legal advisers for Barrick.

Shearman & Sterling (London) LLP are retained as legal advisers for Acacia.

Important notices relating to Financial Advisers

Rothschild & Co, which is authorised and regulated by the FCA in the United Kingdom, is acting exclusively as financial adviser to Barrick and no one else in connection with the Acquisition, this announcement and the matters described herein, and shall not be responsible to anyone other than Barrick for providing the protections afforded to clients of Rothschild & Co or for providing advice in connection with the Acquisition, this announcement or any matter referred to herein. Neither Rothschild & Co nor any of its subsidiaries, branches or affiliates owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Rothschild & Co in connection with the Acquisition, this announcement or any matter referred to herein.

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Copies of this announcement and formal documentation relating to the Acquisition will not be and must not be, mailed or otherwise forwarded, distributed or sent in, into or from any Restricted Jurisdiction or any jurisdiction where to do so would violate the laws of that jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction. Doing so may render invalid any related purported vote in respect of the Acquisition. Each Acacia Shareholder is urged to consult their independent advisers regarding the legal, tax and financial consequences of the Acquisition.

or to create a demand for Barrick Shares, (iii) no extraordinary commission or consideration is paid to a person in respect of such sale, and (iv) if the selling security holder is an insider or officer of Barrick, as the case may be, the selling security holder has no reasonable grounds to believe that Barrick is in default of applicable Canadian securities law.

Canadian Holders should be aware that the Acquisition described in this announcement may have tax consequences in Canada and should consult their own tax advisors to determine the particular tax consequences to them of the Acquisition in light of their particular circumstances, as well as any tax consequences that may arise under the laws of any other relevant foreign, state, local or other taxing jurisdiction.

Forward Looking Statements

This announcement is for information purposes only and does not constitute an invitation or offer to underwrite, subscribe for or otherwise acquire or dispose of any securities of Acacia in any jurisdiction.

This Announcement contains statements which are, or may be deemed to be, "forward-looking statements". Forward-looking statements are prospective in nature and are not based on historical facts, but rather on current expectations and projections of the management of Barrick and Acacia about future events, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects" or "does not expect", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "intends", "implies", "possible", "proposes", "seeks", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "can", "would", "might" or "will" be taken, occur or be achieved. Although Barrick and Acacia believe that the expectations in relation to their respective businesses reflected in such forward-looking statements are reasonable in light of management's experience and perception of current conditions and expected developments, neither Barrick nor Acacia can give any assurance that such expectations will prove to be correct as they are inherently subject to significant business, economic and competitive uncertainties and contingencies. By their nature, forward-looking statements involve risk and uncertainty because they are based upon a number of estimates and assumptions and they relate to events and depend on circumstances that will occur in the future. There are a number of factors that could cause actual results and developments to differ materially from those expressed or implied by such forward-looking statements. Neither Barrick nor Acacia, nor any of their respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Announcement will actually occur. You are cautioned not to place undue reliance on these forward-looking statements.

Other than in accordance with their legal or regulatory obligations (including under the Listing Rules and the Disclosure and Transparency Rules of the FCA), neither Barrick nor Acacia is under any obligation, and Barrick and Acacia expressly disclaim any intention or obligation, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

No statement in this Announcement is intended as a profit forecast, profit estimate or quantified financial benefits statement.

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